

THE HONORABLE THOMAS S. ZILLY

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WASHINGTON
AT SEATTLE

REX - REAL ESTATE EXCHANGE,
INC.,

Plaintiff,

v.

ZILLOW, INC., et al.

Defendants.

Case No. 2:21-CV-00312-TSZ

**DECLARATION OF ERROL
SAMUELSON**

[REDACTED - PUBLIC VERSION]

I, Errol Samuelson, declare as follows:

1. I am the Chief Industry Development Officer at Zillow Group, responsible for Zillow's real estate industry relations strategy, several of Zillow's business-to-business product lines, new construction and display advertising businesses, and Zillow Canada.

2. The matters set forth herein are based on my own personal knowledge except where otherwise stated, and in those instances the matters set forth herein are based on information and belief. If called as a witness, I could and would testify competently to the matters set forth herein.

3. I have spent more than 25 years in the technology and real estate sectors. Before joining Zillow Group in 2014, I held various leadership roles at Move, Inc., including Chief Strategy Officer, Chief Revenue Officer, and Senior Vice President of Move's business-

1 to-business software group. From 2007 to 2014, I was also President of Move's Realtor.com
2 business, which before Zillow's emergence was the #1 real estate website in the United States.
3 Prior to these roles, I co-founded real estate consultancy Pranix and was director of sales and
4 product management in the real estate, mortgage banking, and law enforcement verticals at
5 GTE Enterprise Solutions. I also was one of the original designers of T-III, a ground-breaking
6 system that introduced interactive mapping and Internet networking to the multiple listing
7 service business.

8 4. Having access to accurate, complete listings data is critical to Zillow's ability to
9 attract consumers and serve the agents who choose to advertise on its online platforms.
10 Accurate listing data is also critical to Zillow's ability to create value for consumers through
11 the additional services it offers.

12 5. In 2019, Zillow made the business decision to switch the data licenses under
13 which it obtains this critical data, to secure better-quality, more comprehensive data with lower
14 risk of losing access. This was achieved through switching to data sources called "IDX Feeds"
15 (described further below). It had become clear that we were never going to be able to provide
16 consumers with 100% of the available listings nationwide in a timely and comprehensive
17 manner without switching to IDX Feeds. These feeds provide the highest quality, and most
18 complete listings, delivered directly from the MLS and provided only to their participant
19 brokers. Previously, Zillow was not a participant broker in any MLS, and instead licensed
20 data as a third party, outside of any MLS system. While the change to IDX Feeds required
21 reshaping aspects of our business, including new real estate licensing, MLS membership, and
22 technical adaptation, it was critical because it would allow us to continue to innovate in a
23 manner that would benefit the broader real estate industry, and consumers and advertisers who
24 use our products. Zillow made this business decision independently, and Zillow alone decided
25 the design changes to its platforms adopted to comply with requirements in its new IDX
26 agreements.

27 6. This declaration sets forth my knowledge regarding (i) Zillow's business
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1 activities, (ii) how Zillow has historically obtained property listings data, (iii) the agreements
2 between Zillow and brokerages and Zillow and Multiple Listing Services (“MLSs”) and the
3 issues that arose therefrom, (iv) Zillow’s decision to obtain Internet Data Exchange feeds
4 (“IDX Feeds”), (v) the benefits realized from that decision, (vi) changes Zillow has made to its
5 website design stemming from contractual requirements of IDX Feeds, and (vii) the harm
6 Zillow would suffer if an injunction were to issue.

7 **Overview of Zillow’s Business**

8
9 7. Zillow owns and operates the most-visited network of residential real estate
10 websites and mobile apps in the United States. The Zillow network, which includes
11 Zillow.com, Trulia.com (the fourth most-visited residential real estate website in the United
12 States), and the Zillow and Trulia Apps, reaches hundreds of millions of consumers and
13 participants in the real estate industry every month through its dynamic database of for-sale
14 and for-rent listings and information on more than 100 million parcels of real estate. Among
15 other things, consumers depend on Zillow, either directly or indirectly, to help them find the
16 right home, or to market their home listing to the widest audience of potential buyers.
17 Zillow’s ability to support these users relies on having high-quality, timely, comprehensive
18 listings data that provides as much information as possible to interested buyers and sellers, and
19 those in the industry who work with buyers and sellers.

20 8. Zillow was founded in Seattle, Washington in 2004. It has earned its status as
21 the industry leader through its investment in sophisticated technology innovations, and it is
22 known across the country for its state-of-the art real estate marketplace, available through the
23 Zillow Website and the Zillow App.

24 9. The Zillow Website and Zillow App for mobile devices provide users with
25 information and data related to real estate that previously was available to only a select few.
26 This information includes a comprehensive database of available homes for sale, rentals, real
27 property transaction history, current price estimates, projected home appreciation, home
28 details, relevant matches, similar home sales data, neighborhood information, and tax

1 information, among other categories. Zillow uses proprietary algorithms to organize this
2 comprehensive information, and allows consumers to easily browse and search its contents and
3 to find homes that meet certain criteria (e.g., price, size, location).

4 10. Zillow.com (and the other Zillow-operated websites and Apps, including
5 Trulia.com) contains listings from individual agents and brokerages (which may or may not be
6 affiliated with the National Association of REALTORS® (“NAR”) or a local Association of
7 REALTORS®), MLSs (which may or may not be affiliated with NAR or a local Association
8 of REALTORS®), owners, and builders, as well as data from properties at auction, in pre-
9 foreclosure, or that have already been foreclosed on. Zillow also provides “Coming Soon”
10 listings to consumers as well. This is the most comprehensive collection of listings data in the
11 U.S.

12 11. From a financial reporting perspective, Zillow’s business is broken down into
13 three main segments: (1) Internet, Media & Technology (“IMT”), (2) Mortgages, and (3)
14 Homes. At a high level, the IMT business covers Zillow’s aggregation of listings data, B-to-B
15 software businesses, as well as its advertising partnerships. The Mortgage segment includes
16 Zillow Home Loans and Zillow Group Marketplace through which Zillow offers loans to
17 consumers who are seeking to purchase or refinance their home and connects consumers with
18 third-party lenders and mortgage brokers. The Homes segment includes Zillow Closing
19 Services and the Zillow Offers business. Zillow Offers provides a streamlined service for
20 consumers to quickly and easily sell their homes directly to Zillow. Then Zillow gets the
21 home to a move-in ready condition, and does what any typical sellers would do to get their
22 home ready to sell. When it goes back on the market, we list the home in the MLS.

23 ***Zillow’s IMT Business Segment***

24 12. The IMT business is critical to Zillow’s success. And without listings Zillow
25 wouldn’t be able to attract a large consumer audience to the Zillow Website, Trulia Website,
26 and Zillow and Trulia Apps (I refer to these websites and Apps collectively as Zillow’s “online
27 platforms”). It’s that audience that directly drives the IMT business and is a key pillar of the
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1 Mortgages and Homes segments. The comprehensiveness and timeliness of this listings data
2 set attracts consumers to Zillow's online platforms, which in turn drives advertising sales, and
3 simultaneously allows us to market our other products and services.

4 13. IMT houses a number of different programs offered by Zillow, in particular our
5 Premier Agent and Premier Broker programs. Through the Premier Agent program, we offer
6 advertising services, as well as marketing and technology products and services, to help real
7 estate agents grow and manage their businesses. This includes delivering both ad impressions
8 and validated consumer connections (i.e., leads). A Premier Agent Agreement, which is what
9 we execute with the agents who participate in this program, is essentially an advertising
10 agreement to be put on Zillow's "Buyer's Agent List." This is not advertising in the
11 traditional sense of placing a display advertisement on Zillow's websites; instead it places the
12 agent in a rotating queue for high-quality buyer leads that are generated when a consumer
13 clicks the "Contact Agent" button on a listing on Zillow's online platforms. I understand that
14 the Plaintiff, REX, executed a Premier Agent Agreement with Zillow in or around 2017.

15 14. Zillow also executes "Broker Boost" agreements with brokers and home
16 builders. Under these agreements, Zillow charges a fee to allow brokers and home builders to
17 have a listing or advertisement highlighted along with the results of a search. These "boosts"
18 are designed to increase consumer impressions of the broker's listings. I understand that REX
19 executed a Broker Boost Agreement with Zillow in or around 2018.

20 ***Zillow Mortgages Business Segment***

21 15. Zillow's Mortgage segment includes mortgage originations through Zillow
22 Home Loans, advertising sold to mortgage lenders and other mortgage professionals as well as
23 our Morteck mortgage software solutions. This business provides Zillow with another avenue
24 to help consumers streamline the buying/selling process.
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Zillow's Homes Business Segment

16. Finally, the Zillow Homes segment includes Zillow's¹ purchase and sale of homes directly through the Zillow Offers service. Zillow launched Zillow Offers approximately three years ago. Through Zillow Offers, Zillow buys homes directly from consumers, provides any needed repairs, then resells those properties, placing them in local MLSs and advertising them on Zillow and websites operated by competitors. This business sometimes is referred to as iBuying, or "instant buying." Zillow Offers now operates in twenty-five (25) major markets across the country. In order to facilitate these transactions, Zillow historically has worked with local broker partners in these markets who would represent Zillow in both buying and selling these properties.

17. More recently, in January 2021, Zillow launched Zillow Homes Inc., a licensed brokerage to offer a simpler and more integrated transaction experience. In Phoenix, Tucson, and Atlanta, Zillow Homes is the broker of record in the transactions where we purchase and sell homes. The goal is to expand this service to operate in the rest of the Zillow Offers markets as well. The expectation is that, ultimately, being able to represent ourselves in the transaction will create a better consumer experience—one that is more efficient, lower cost, and seamless for consumers. However, the services Zillow Homes provides are limited to iBuying through Zillow Offers, where Zillow Homes agents only represent Zillow and do not represent third-party buyers or sellers.

Overview of Property Listings and Parties in the Real Estate Industry

18. I was one of the principal executives at Zillow responsible for overseeing the large effort directed at improving the way Zillow obtains real estate listings data for the millions of properties listed in MLSs across the country. This involved switching Zillow's data-licensing arrangements from so-called syndication feeds, using agreements which Zillow

¹ I know there are specific Zillow entities that undertake particular functions relating to Zillow Offers. I understand that is in part due to regulatory and other requirements. For purposes of this declaration, however, I have not broken out each of the specific Zillow entities and instead refer to all of them collectively as Zillow.

1 negotiated with hundreds of local MLSs and thousands of individual brokerages and
2 franchisors, with Zillow in a third-party platform role, to IDX Feeds, licensed directly from
3 each local MLS to their brokerage participants, with Zillow as a participant broker.

4 *Listings*

5 19. Listings are compilations of data pertaining to real estate properties, and they
6 are critical to the process of consumers finding their next home. Listings tell the story of a
7 given real estate property, with lists of relevant facts and features, price, status (i.e., “for sale”
8 or “under contract”), and rich media, such as photos, videos or virtual tours. An example
9 listing for “123 Main Street” may describe the property as “For Sale,” including 3 bedrooms
10 and 2 bathrooms, with detached parking, and 2000 square feet of living space. The listing may
11 include a paragraph describing the property in marketing language drafted by the agent listing
12 the property for sale. The listing may also include dozens of other facts relevant to
13 understanding the property, including hours when 123 Main Street is available to be viewed in
14 an open house, and chiefly important, many professional photos of the interior and exterior of
15 the property.

16 20. Zillow enhances its displays of listings on its online platforms with additional
17 data and features, both created by Zillow, or drawn from other sources. An example feature
18 created by Zillow is the Zestimate®, which is an automated home valuation model created by
19 Zillow to estimate a home’s market value.

20 21. Zillow has the most listings of any online real estate platform. Every month an
21 average of approximately 200 million unique visitors visit Zillow’s online platforms to access
22 those listings, and some of the many other services Zillow makes available to buyers, sellers,
23 renters, landlords, agents, and others.

24 22. Listings have always been critical to Zillow’s business, but the way in which
25 Zillow has obtained listings has evolved over time. Our most recent evolution involved the
26 migration from various syndication feeds to IDX Feeds, which is a foundational element in the
27 current case, described in detail below.
28

MLSs & MLS Participant Brokers

23. To understand the source of many of Zillow’s property listings, it is important to understand the function and role of MLSs and their “participant brokers” as well as the National Association of REALTORS® (“NAR”).

24. An MLS is an organization and a system through which real estate brokers agree on the basic terms of their cooperation and compensation to help one another sell homes and contribute to a common database of listings. MLSs can be created by individual brokers, or by single or multiple associations of REALTORS®. MLSs owned or operated by “Associations of REALTORS®,” are affiliated with the National Association of REALTORS®. Other MLSs are unaffiliated with NAR. Across the United States there are approximately 585 MLSs, each of which generally covers a discrete geographic region and facilitates broad access to all listings within that area. While some MLSs cover a small geographic area, others cover large territories. For example, Bright MLS covers the Washington D.C. area in addition to large areas up and down the eastern seaboard, including Baltimore, Philadelphia, and parts of Delaware, West Virginia, Virginia, and New Jersey.

25. MLS “participant brokers,” also known as participants or members, are real estate licensees who maintain membership in one or more MLSs for the purposes of offering or accepting compensation with other participant brokers, and/or endeavoring to list or market properties. In other words, a participant broker representing a home seller will enter the seller’s home listing into the MLS and offer to share part of the sell-side commission with any broker representing a buyer for that property. These reciprocal benefits drive participant brokers to maintain MLS membership, and the MLS, in turn, ends up providing one of the most complete repositories of listing information in a market.

26. NAR is an American trade association for those who work in the real estate industry. NAR’s approximately 1.4 million members include residential and commercial brokers, salespeople (agents), property managers, appraisers, counselors, and others engaged in the real estate industry. Members of NAR also belong to one or more of approximately

1 1,200 local associations/boards and 54 state and territory Associations of REALTORS®.

2 27. I understand that approximately 204 of the MLSs that we have now executed
3 IDX agreements with are affiliated with NAR, meaning they are owned by one or more
4 REALTOR® associations and agree to abide by NAR's policies and model rules. There are
5 also a number of MLSs that are not affiliated with NAR, including Northwest Multiple Listing
6 Service (NWMLS) here in Washington State, the California Regional Multiple Listing Service
7 (CRMLS) in California (the largest MLS in the U.S.), and other large MLSs in cities like
8 Boston.

9 28. In the early 2000s, participant brokers increasingly wanted to display their and
10 other participant brokers' listings on their own brokerage websites, in order to better market
11 their services to a rapidly-growing internet audience. In response, a number of local MLSs,
12 through NAR, created a set of standards and rules for the distribution and public display of
13 listings data on member websites (this data under the Internet Data Exchange system is called
14 "IDX data" or "IDX Feeds"). This effort culminated in an IDX policy, which incorporated a
15 set of Model IDX Rules for MLSs to adopt (the "Model IDX Rules").

16 29. If affiliated with NAR, an MLS agrees to enact and follow NAR rules and
17 policies, including the Model IDX Rules. The Model IDX Rules set the basic framework for
18 how MLSs and their participant brokers share and publicly display property information,
19 including IDX data, using electronic means. Each NAR-affiliated MLS, in enacting its own
20 local version of the Model IDX Rules, must adopt rules marked "mandatory," but the MLS has
21 considerable latitude in which "recommended" or "optional" rules it chooses to enact. Any
22 rule adopted by the MLS, however, must be followed by each participant broker in that MLS
23 who wishes to display MLS IDX listings.

24 **Overview of Changes Made to the Way Zillow Obtains Property Listings**

25 30. Ever since I joined Zillow—and perhaps even before that—Zillow has
26 considered different ways to both simplify how it obtains that data and improve the coverage
27 and quality of the data it provides to consumers. The effort involved in doing so, however,
28

1 was significant and, for that reason, Zillow's plans to make any major changes were put up on
2 the "bookshelf." Zillow determined in 2019 it was time to take those plans off the bookshelf,
3 and Project Bookshelf was born.

4 31. Project Bookshelf involved the strategic shift by Zillow from receiving its
5 listings via thousands of syndication feeds to obtaining more reliable, comprehensive, and
6 higher-quality IDX Feeds directly from each local MLS in the country. While some
7 administrative aspects would become simpler, this involved significant up-front engineering
8 effort to transition our technology for ingestion of the new data and ensuring we followed the
9 IDX Rules when displaying that data to our customers. It also involved a significant change in
10 the way we related to the various MLSs and brokers, changing our relationship from a third
11 party to a participating broker. I discuss each of these aspects of Project Bookshelf in more
12 detail below.

13 **Overview of Syndication Agreements: Problems and Risks**

14 32. Most recently, until it switched to IDX Feeds, Zillow obtained its property
15 listings by entering into so-called "syndication agreements" with hundreds of MLSs, and
16 thousands of individual participant brokers and franchise brands.

17 33. The data feeds received under these agreements were internally called
18 "syndication feeds," which was a catchall term for these diverse data sources that Zillow
19 received via data licensing agreements as a third-party platform (as opposed to receiving them
20 as a participant broker licensing pursuant to MLS membership).

21 34. Zillow's syndication agreements with MLSs were individually negotiated with
22 each of the local MLSs. In many cases, Zillow also had to either 1) sign individual agreements
23 with a vast number of the participant brokers of the MLS or 2) the participant brokers had to
24 choose to have their listings included in the data feed the MLS sent to Zillow, by opting-in or
25 opting-out through their MLS membership dashboard (or a similar mechanism). Zillow also
26 individually negotiated agreements with select franchise brands. Zillow's syndication
27 agreements typically took one of four forms:
28

1 a. *MLS Opt-Out Contract:* Zillow would obtain from the MLS all listings
2 from all members of the MLS unless a member chose to opt-out.

3 b. *MLS Opt-In Contract:* Zillow would only obtain from the MLS those
4 listings from members of MLS who chose to opt-in to the agreement.

5 c. *Zillow Pro for Brokers Contract:* Zillow would contract directly with
6 individual brokerages, and the MLS would facilitate sharing the data via a syndication
7 feed. Under these agreements, the MLS would not partner with Zillow on behalf of
8 member brokerages but would allow brokerages to do so.

9 d. *Franchisor Contract:* Zillow would obtain from a national or regional
10 franchisor listings from its franchisees. (An example of a national franchisor is a
11 brand like RE/MAX, with local franchisee brokerage offices across the country that
12 are run independently, but in accordance with some governance by the RE/MAX
13 brand.)

14 35. Through these agreements, Zillow was able to compile a vast quantity—but not
15 all—of property listings data nationwide.

16 36. In addition to these agreements, Zillow provided options for owners to submit
17 For-Sale-By-Owner (“FSBO”) listings, and options for listing brokers to submit “Coming
18 Soon” listings. It also permitted home builders to include new construction listings (either by
19 direct-entry to Zillow or via data feeds). Additionally, our online platforms provided
20 consumers with auction listings, foreclosures, and pre-foreclosure listings.

21 37. Additionally, for brokers who wanted to directly syndicate their listings to
22 Zillow without facilitation by an MLS, including those like REX who were not members of an
23 MLS, Zillow entered into agreements through which those brokers would send their listings to
24 Zillow to have them displayed on Zillow’s online platforms, using a feed the broker created.

25 38. Under the terms of all of our syndication agreements, listings from all sources
26 could be, and were, displayed together on Zillow’s online platforms. There were no
27 restrictions in any of these agreements that prohibited comingling of search results, which
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1 meant our search results included a mix of listings from many different sources, including
2 MLS feeds, broker feeds (like REX's), and multiple other sources.

3
4 ***Inability to Receive Complete and Timely Listing Data Through MLS
Syndication and Broker Agreements***

5 39. Despite the significant efforts to draft and negotiate syndication agreements,
6 over the years, Zillow determined that there were persistent issues with syndication feeds that
7 it was unable to overcome. These included limitations to the coverage it was able to reach via
8 its syndication agreements (meaning certain homes would not appear on our platforms, leaving
9 consumers unaware of some homes that may be available for sale in their market). We also
10 discovered over time that there were issues with the data that we were receiving from the local
11 MLSs, brokers, and franchisors throughout the country, in regard to incomplete data or
12 missing fields, data latency (meaning how quickly we received new listings when they were
13 posted to the MLS by a broker), and a lack of control over the continuation of access to the
14 data feeds.

15 40. *Coverage:* Zillow undertook various analyses that showed it was only covering
16 approximately 98% of listings nationwide. While 98% may seem quite good, to me that meant
17 that Zillow was missing two out of every 100 listings on average, with listing coverage that
18 was recognizably quite worse in certain markets. Consumers looking for a home weren't
19 seeing the full inventory available on our platforms, and I was not satisfied with that and knew
20 we could do better.

21 41. As stated, 98% was an average across the country.² There were certain markets
22 where Zillow's coverage was substantially lower. One of those markets was Seattle, which
23 was especially painful for us as a Seattle-headquartered business. We found that on average,
24 we were missing approximately 30-35% of MLS listings from our MLS feeds in the Seattle
25

26 ² This number was an estimate created by attempting to compare listings in the Zillow
27 database with listings we believed to be available via a full MLS feed. "100% coverage"
28 would mean that the Zillow database had all listings available for public display by an MLS.
In hindsight, we believe that we may have overestimated our listings coverage—it may have
been worse than we thought prior to switching to IDX Feeds.

area. Despite having an arrangement with the Northwest MLS (the largest MLS in the Seattle area) allowing us to pull MLS listings directly for brokers who signed agreements with us, we still struggled with access to listings from all of its participant brokers and found that listings were often delayed or missing completely. It was a constant and frustrating experience for me and others at the company that we had these gaps in coverage in our home market of Seattle. We found similar coverage issues in Detroit (on average missing approximately 20% of MLS listings in our MLS feed), Miami (on average missing 10-15% of MLS listings in our MLS feed), Minneapolis/St. Paul (on average missing approximately 30-35% of MLS listings in our MLS feed), and Salt Lake City (on average missing approximately 20-25% listings in our MLS feed) to name just a few.

42. Below is a chart demonstrating the gaps in coverage that we were finding that was prepared at my direction:

MSA	Measurement	2018	2019	2020	2021
Seattle	Listing Coverage	93.3%	96.7%	97.5%	100.0%
	MLS Sourced Listings	58.4%	64.5%	67.4%	100.0%
Detroit	Listing Coverage	92.0%	92.3%	92.4%	100.0%
	MLS Sourced Listings	79.4%	79.8%	81.9%	100.0%
Miami	Listing Coverage	94.3%	95.2%	94.4%	100.0%
	MLS Sourced Listings	84.1%	89.8%	91.5%	100.0%
Minneapolis / St Paul	Listing Coverage	94.8%	96.8%	95.8%	100.0%
	MLS Sourced Listings	59.0%	65.4%	72.0%	100.0%
Salt Lake City	Listing Coverage	83.2%	90.3%	88.7%	100.0%
	MLS Sourced Listings	62.2%	76.2%	77.8%	100.0%

To provide additional information about the number of listings in each of the above markets, I also requested that the following two charts, showing Zillow's average and median daily listing counts, be prepared. Although the average and median number of listings in each of these markets declined on an absolute basis in 2021—a reflection of overall market activity (there is a severe inventory shortage right now)—Zillow's coverage percentages have all increased to 100% of MLS listings available via IDX.

Average Daily listing Count				
MSA	2018	2019	2020	2021
Seattle	17,427	18,037	14,917	13,852
Detroit	24,076	25,674	21,971	20,288
Miami	62,192	63,655	56,981	54,608
Minneapolis-St. Paul	18,049	19,793	18,012	15,051
Salt Lake City	3,867	4,142	2,781	3,917

Median Daily Listing Count				
MSA	2018	2019	2020	2021
Seattle	18,292	18,483	15,304	13,933
Detroit	24,348	26,067	22,627	20,678
Miami	62,019	62,740	56,569	55,096
Minneapolis-St. Paul	18,741	20,712	18,521	14,676
Salt Lake City	4,037	4,237	2,787	4,219

43. It was also logistically very challenging for Zillow to both close this gap in listings coverage, and maintain comprehensive listings, as doing so required it to negotiate agreements and manage relationships with approximately 585 local MLSs and thousands of brokers. I oversaw the two groups that managed these agreements and relationships. It required the work of approximately 70 employees, whose jobs focused on developing and maintaining relationships with MLSs and brokers and continuously negotiating and renegotiating agreements to secure listings feeds. Many were regularly traveling the country in order to maintain this system. Compounding these challenges, there is a high churn rate in the real estate industry. Because a meaningful number of brokers enter and leave the industry each year, it was necessary that Zillow constantly update its contractual arrangements with new brokers entering the market, meaning the goal of 100% listing coverage was constantly shifting, and just out-of-reach.

44. *Individual Listing Quality/Completeness.* In addition to listings outright missing from markets, listings might exclude some key information (or fields) within the listing itself, for example, lot size or open house information. While, in general, under Zillow's prior syndication agreements, data received from third-parties and broker feeds were often of lower quality than data received from MLSs in terms of field completeness (and also

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1 error rate and lag time), there could also be problems with data obtained via MLS syndication
2 agreements. [REDACTED]
3 [REDACTED]
4 [REDACTED]
5 [REDACTED]
6

7 45. A number of brokers and MLSs also placed restrictions on the number or
8 quality of listing photos they would share with Zillow, and when and how those photos could
9 be used. Listing photos are one of the most critical pieces of information in a property
10 listing—consumers heavily leverage photos to understand a property, and decide to tour or
11 even purchase it. This meant that the degradation of photos delivered to Zillow by brokers and
12 MLSs harmed the consumer experience on our platforms.

13 46. We analyzed these data quality issues to identify coverage gaps and missing
14 fields. Attached hereto as **Exhibit 1** is a true and correct copy of an excerpt from one of our
15 internal analyses illustrating gaps in coverage and missing fields from certain MLSs.

16 47. *Latency:* In addition to the challenges with completeness of the listings data we
17 received, certain MLSs and brokers imposed restrictions on how often Zillow would obtain
18 updated listings information. Instead of allowing Zillow to obtain updates every 5 minutes, as
19 is the case with the IDX Feeds, under some of Zillow's agreements it was only able to obtain
20 listings with significant latency. As just one example, one of the largest franchisors we had
21 contracted with (an organization with 100,000 agents in the U.S.) would often have delays of
22 20-24 hours in updating their feed with listings data for all of their franchisees. Being unable
23 to display listed properties as soon as they "go live" limited our ability to provide consumers
24 with those listings in a timely manner, made our listings less current, and was a significant
25 competitive disadvantage relative to other listings data aggregation platforms. This was a
26 particular problem for consumers who had downloaded both the Zillow App and a
27 competitor's App. If we were delayed in receiving new listings, the consumer would get a
28 "new listing" alert from the competitor's App, and only hours later (sometimes even a full

1 day) would they get an alert on the Zillow App for the same no-longer “new” listing. These
2 delays caused significant damage to our brand and encouraged consumers to use competing
3 products due to perception about the relative “freshness” of listing data—despite the fact that a
4 competitor’s App very well may not have included listings as comprehensive as those offered
5 by Zillow.

6 ***Other Business Risks from Syndication Agreements***

7 48. In addition to issues with syndication data quality and access, there were other
8 business risks associated with syndication agreements that were increasingly hampering
9 Zillow’s ability to freely innovate in the real estate industry.

10 49. *Risk of losing Access to Data.* The syndication agreements and brokerage
11 listing agreements typically provided the MLSs and brokers with the ready ability to terminate
12 the agreements (and the delivery of their listing feeds) at any time without cause and with very
13 limited notice. That was a significant vulnerability for Zillow, as it was at constant risk of
14 losing a critical input for its users with little notice. And this wasn’t just a theoretical concern.
15 There were instances in which certain MLSs actually withdrew, or threatened to withdraw,
16 their listings from Zillow, causing Zillow to “go dark” in that area for a period of time.
17 Relatedly, because of the need to constantly negotiate renewal agreements with MLSs and
18 brokers, and due to the constant threat of termination, we increasingly found ourselves having
19 to push back against new and onerous terms, including increasing demands for larger
20 payments for listings.

21 50. *Renegotiations and Costs.* Even in the markets where we had robust
22 syndication agreements in place and where most of the affiliated local brokers had opted in,
23 there was always a risk that on any given day a broker could decide to turn off their particular
24 feed of listings. All of those dependencies created too much risk for Zillow and for our
25 customers. In recent years, some MLSs threatened to cut our listings feeds unless we paid
26 new, exorbitant fees. We were concerned that if we gave in to these demands hundreds of
27 MLSs around the country might follow suit and similarly demand escalating fees. In
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1 comparison to the fees being demanded by these MLSs, IDX license fees are low.

2
3 ***Additional Risk as Zillow Becomes a Broker for its Zillow Offers Business***

4 51. As noted earlier, in 2018 we introduced a business known as Zillow Offers.
5 Under that business, Zillow would buy homes directly from interested consumers who wish to
6 avoid the hassle and uncertainty of listing their home traditionally. Over the last few years of
7 operating Zillow Offers we learned how important it was to our customers to give them
8 service, simplicity, control, and transparency in their transaction. To meet consumer
9 expectations we planned to improve Zillow Offers by simplifying the experience so that
10 customers could work directly with licensed Zillow employees when selling to Zillow or
11 buying a Zillow owned home. Those services previously were provided by third-party brokers
12 with whom Zillow entered into representation agreements and we had found that the handoff
13 from Zillow to local brokers as the transaction progressed caused a disjointed customer
14 experience and a longer negotiation process. To meet state regulatory requirements Zillow
15 formed a dedicated brokerage entity (Zillow Homes, Inc.) to begin offering those services
16 through licensed agents who were employees of Zillow Homes in three initial markets.

17 52. The business decision to form Zillow Homes, Inc. brokerage entity for the
18 Zillow Offers business added to the risk calculus around our existing syndication agreements,
19 and informed our broader decision to move to IDX data feeds. In making the decision to
20 create a dedicated brokerage entity for Zillow Offers transactions, there was a concern that
21 MLSs would also view all of Zillow as a “broker”—notwithstanding that Zillow Homes, Inc.
22 was separate from its IMT business—and would require Zillow to change the way it obtained
23 listings data to conform to the typical way brokers receive listing data, through direct IDX
24 Feeds licensed to participant brokers. [REDACTED]

25 [REDACTED]
26 [REDACTED] This would likely result in our losing syndicated MLS listings data in a number of
27 key markets.
28

1 **Overview of Zillow's Shift to IDX Agreements to Ensure Access to Better-**
2 **Quality, Reliable Data**

3 53. For all of these reasons, by early 2019 Zillow made the decision to switch the
4 way it obtained property listings from syndication and broker agreement feeds to IDX Feeds.
5 This was a very large undertaking in a number of respects. First, changing the source of its
6 listings feeds required Zillow to re-engineer many of its systems that "ingested" and processed
7 the listings data. Second, Zillow had to become a licensed brokerage and hire and/or license
8 designated brokers in all 50 states, plus Washington D.C. (as well as certain Canadian
9 provinces), who then applied for membership with hundreds of local MLSs, and subsequently
10 request access to IDX Feeds from those MLSs. Third, Zillow then had to adhere to various
11 rules and policies enacted by the local MLSs regarding the display of IDX data by virtue of the
12 agreements that were executed between Zillow's brokers and the MLSs. Fourth, Zillow had to
13 make numerous design decisions regarding how it would implement these various rules and
14 policies in a way that best served the needs of its users. Finally, by becoming a licensed
15 brokerage and having licensed designated brokers nationwide, Zillow believed it would have
16 to change the way it related to various stakeholders in the industry, including the local MLSs
17 and NAR. We knew this would be challenging from a business and engineering perspective,
18 but we also understood how critical it was for our business to ensure we had the most
19 complete, most accurate listings data, and that we could ensure access to that data going
20 forward.

21 ***Benefits of Zillow's Decision to Switch to IDX Feeds***

22 54. Zillow understood that switching to IDX Feeds would provide more secure
23 access to more complete, more timely and higher-quality data. At the same time, there were
24 significant costs that we would have to incur in making that switch. Despite these costs, and
25 the engineering work required to address the new data sources and each MLS's rules, we
26 determined that switching to the IDX Feeds would likely resolve the following issues,
27 ensuring better-quality, more comprehensive data for consumers:
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1 a. *Coverage:* Under the Model IDX Rules, MLSs that offer IDX Feeds are
2 obliged to include in those feeds available listings from brokers participating in IDX.
3 Switching to the IDX Feeds would ensure that Zillow receives maximum coverage
4 of all available listings in all markets, as well as information regarding all properties
5 previously sold by MLSs.

6 b. *Individual Listing Quality/Completeness:* Under the IDX Agreements,
7 Zillow receives all information relating to each particular listing that is available via
8 the MLS for public display. This can potentially include more than 100 individual
9 data points, or fields, including the address; size, location, and flooring type of
10 bedrooms; available public schools; type of garage, if any; and various photos, or
11 links to virtual tours. Switching to the IDX Feeds would allow Zillow to ensure that
12 consumers have access to all information regarding all MLS listings.

13 c. *Latency:* Under the IDX Agreements, there is a standard procedure
14 whereby all users can pull the same amount of data at the same time. Switching to
15 the IDX Feeds would allow Zillow to ensure that consumers have access to all
16 available listings in real time, in line with competitor websites and Apps that leverage
17 IDX.

18 55. There were also other business and risk benefits not explicitly drawn from the
19 data quality improvements.

20 56. *Secured Access to Data.* As stated previously, our syndication agreements
21 could be terminated at-will by MLSs and brokers. Zillow's access to IDX data as a participant
22 would be protected from termination so long as Zillow complied with MLS Rules, including
23 the MLS's IDX display rules.

24 57. *Cost Savings.* [REDACTED]
25 [REDACTED]
26 [REDACTED]
27 [REDACTED]
28 [REDACTED]

1 [REDACTED]

2

3 ***Process of Zillow Switching to IDX Feeds***

4 58. There were a number of specific steps that had to be undertaken for Zillow to
5 get access to an IDX Feed. It needed to have: (1) a state real estate license (usually required to
6 be in the state in which the local MLS you wish to join is located), (2) an affiliation with a
7 licensed brokerage entity, and (3) participant membership in the local MLS. In some cases,
8 the local MLS also required joining the local Association of REALTORS® (thereby also
9 joining NAR). Each individual MLS sets the rules and controls the data flow of their IDX
10 Feed.

11 59. Once those requirements have been met, a participant broker can then apply for
12 an IDX Feed and would execute an IDX agreement with the local MLS that governs the terms
13 and conditions of access to that feed—and generally incorporates by reference the local MLS's
14 IDX display rules. These agreements are standardized and there is no negotiating or altering
15 the terms.

16 60. But simply signing the IDX agreement does not grant access to the IDX Feed.
17 After signing an IDX agreement, a participant broker must present their website or App to the
18 MLS for a “compliance review” to confirm the participant’s display conforms to all of the
19 MLS’s IDX display rules. The review is performed by MLS staff or a volunteer compliance
20 committee of participant brokers, depending on the MLS. A participant is not authorized to
21 publicly display the IDX data until the MLS confirms full compliance with the rules. The
22 MLS will give feedback for a failed compliance review, and request changes to the display in
23 order to bring it into compliance. Only upon MLS notification of full compliance, and
24 granting of full MLS IDX credentials to the participant, may a participant broker begin
25 displaying the IDX listings data. In Zillow’s case, a number of MLSs requested that Zillow
26 modify its websites or Apps, in order to be compliant with the MLS’ interpretation of the IDX
27 rules. Without these changes, Zillow would not have been permitted to display data from the
28 IDX Feeds in question.

1 61. Each MLS participant broker agrees to abide by all of the local rules of the
2 MLS (usually described in a long document titled “MLS Rules & Regulations). These rules
3 govern everything from listing procedures like using lockboxes to facilitate showing
4 properties, to IDX rules, like where an MLS logo must appear on an IDX display. Ongoing
5 compliance with MLS rules is determined by the local MLS through website audits and other
6 inspections performed by the MLS, or in response to complaints from other participants in the
7 market. A participant’s failure to adhere to the local rules can result in, among other penalties,
8 fines, temporary or permanent suspension of MLS data feeds (including but not limited to IDX
9 Feeds), and termination of MLS membership. If a member loses an IDX Feed as a result of
10 breaking MLS rules, that means it loses access to listings data for that entire market,
11 effectively “going dark” in the market area.

12 ***Changes Made to Zillow’s Websites and Apps***

13 62. In connection with its decision to switch to IDX Feeds, Zillow had to
14 implement various changes to the display of property listings on its websites to abide by the
15 IDX rules enacted individually by each of the local MLSs. These include, for example, (i) the
16 way in which a logo is displayed, (ii) the ability to display only certain fields for particular
17 listings, (iii) visible identification and attribution of listing brokerages and the source of the
18 listing, (iv) the inability to display expired or withdrawn listings, (v) restrictions on display of
19 seller’s information, and, of most relevance to this case, (vi) the separate display of listings
20 from MLS sources and other sources, including For-Sale-By-Owner (FSBO), auctions, and
21 non-MLS brokers. While IDX rules enacted by local MLSs focus on the display of listings,
22 they leave the actual design or implementation up to the participant brokers to choose how to
23 make their own website or App comply. Therefore, many of the changes that Zillow has made
24 to its online platforms in order to comply with these rules, including the specific way listings
25 are displayed in a two-tab format, how those tabs are labeled, and how that two-tab format has
26 been implemented across all geographies, are business decisions made by Zillow alone and not
27 explicitly stated in or required by any MLS rules.
28

1 63. But, as noted above, in order to get access to the IDX data, Zillow had to pass
2 “compliance checks” in each local MLS to ensure our display complied with local rules.
3 Therefore, significant time and effort was put in to optimize our displays to comply with local
4 rules, to ensure we would actually be given access to the data, while at the same time
5 attempting to create the most customer-friendly experience for buyers and sellers.

6 64. To identify the various display changes that may be required, we undertook a
7 careful review of the Model IDX Rules, and versions of these implemented by various local
8 MLSs. Among roughly 250 issues identified from Zillow’s review of the agreements, a
9 critical question related to whether Zillow could display MLS and non-MLS listings together.
10 As I noted above, Zillow has historically combined MLS listings along with listings not
11 sourced from the MLS, including FSBO listings, new construction listings, and non-MLS
12 affiliated agents’ listings, including REX’s listings. We wanted to continue to display listings
13 from these sources on our online platforms. Under section 18.3.11 of the Model IDX Rules (if
14 adopted by the local MLS), however, “Listings obtained through IDX feeds from Realtor®
15 Association MLSs where the MLS participant holds participatory rights must be displayed
16 separately from listings obtained from other sources” (the “no-comingling rule”). This was an
17 “optional” rule, meaning that NAR-affiliated MLSs were not required to adopt it. And as we
18 learned, some did not.

19 65. It is worth noting that these Model IDX Rules, including the no-comingling
20 rule, are also used in whole and in part by certain non-NAR affiliated MLSs. For example, the
21 Northwest Multiple Listing Service (“NWMLS”) in Seattle, which is not affiliated with NAR,
22 has enacted or otherwise agreed to abide by many of the same rules, including those relating to
23 comingling and the separate display of listings information data by source. I also understand
24 that the NWMLS is currently in the process of requiring participant brokers to agree to a new
25 set of MLS rules and regulations, which includes a no-comingling rule. Zillow’s need to
26 comply with no-comingling rules, accordingly, extends to all MLSs adopting that or a similar
27 rule, not just NAR-affiliated MLSs.
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1 66. We found that roughly two-thirds of the MLSs we have agreements with have
2 adopted a no-comingling rule. Given this, Zillow had to make a design decision about how it
3 would comply with that rule, taking into account a number of factors, including timeline to
4 project launch, engineering cost, and consumer experience. Although approximately a third of
5 MLSs did not prohibit comingling of listings, we determined it would be a poor consumer
6 experience to change the display of search results by geography. By way of example, if a user
7 were to expand a map view and in doing so cross multiple MLS boundaries, some with no-
8 comingling rules and others without, changing the search results view to switch between a
9 single tab and two tabs would have risked the project timeline due to the complex engineering
10 work required, and more importantly, would create a confusing consumer experience.

11 67. The no-comingling rule is not prescriptive and Zillow alone decided how it
12 would display its search results to comply, including for MLSs that did not prohibit
13 comingling at all. Zillow's User Experience and Search Experience teams experimented with
14 a number of different options, none of which were prescribed by the IDX rules, including: (1)
15 displaying MLS and non-MLS listings on separate search results pages (e.g., even numbered
16 results pages are one type of listings and odd numbered results pages are another); (2) adding a
17 filter option to switch between MLS and non-MLS listings; and (3) displaying search results
18 differently based on the specific location and whether the local MLS had enacted the no-
19 comingling rule, which, as noted above, raised complicated, ultimately unwieldy, technical
20 issues and a degraded experience for buyers and sellers. Ultimately, after lengthy
21 consideration, our User Experience and Search Experience Teams settled on utilizing a two-
22 tab listings display, with one labeled "Agent listings" and a second tab labeled "Other
23 listings."

24 ***Announcement and Switch to IDX***

25 68. On September 23, 2020 we made a public announcement that we would be
26 making the switch to IDX Feeds in January 2021. This announcement was incorporated into
27 Zillow's website, emailed to Premier Agent customers, and the fact of Zillow's switch to IDX
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1 Feeds was covered widely by industry-focused trade sites and on MLS-affiliated websites
2 throughout the leadup to the planned cutover in January 2021. As part of Zillow's
3 announcement-related communications, it specifically noted that the switch to IDX Feeds
4 would necessitate, among other things, changes to how listing information was displayed on
5 Zillow's websites. At this same time, we also announced the anticipated launch of the Zillow
6 Homes Inc. brokerage operations in Phoenix, Tucson, and Atlanta. I also communicated this
7 message on behalf of Zillow to stakeholders on that same day via a video message that was
8 made available online. See <https://www.youtube.com/watch?v=EMidklRVFMM>. On that
9 same day I also spoke with the CEO of NAR, Bob Goldberg, to advise him of the decision
10 Zillow made to switch to IDX Feeds. This was the first time that we had discussed this
11 decision.

12 69. From September 2020 to January 2021 we worked tirelessly to switch over the
13 200 largest MLSs from syndication agreements to IDX agreements—ensuring reliable, faster,
14 more complete data for roughly 90% of our listings coverage. This process included the
15 mandatory review process imposed by each MLS to ensure that we were complying with their
16 individual rules before we were able to display their listings. To date, we have switched over
17 approximately 218 MLSs.

18 70. Even though switching to the IDX Feeds necessitated a change to our search
19 experience, we believed that making this switch was necessary and beneficial for our customer
20 base as a whole, for the reasons described above. Our experience so far has borne out our
21 expectations. While it is still early, preliminary data indicates that we have seen increases in
22 listings coverages, increases in the number of data fields received, and decreases in the amount
23 of time waiting to receive posted listings. We've notably been able to significantly increase
24 our listings coverage in our home market of Seattle. After launching in January, we saw a
25 substantial and sustained increase in our inventory in that market—jumping up by roughly
26 3,000 listings. Attached hereto as **Exhibit 2** is a true and correct copy of three slides
27 summarizing internal analyses we have performed, which illustrate some of these
28

1 improvements.

2 ***Zillow's Efforts to Further Enhance the Consumers' Experience***
3 ***Following the Switch to IDX Feeds***

4 71. Zillow wants consumers to be able to access all of its listings, including REX's
5 listings, which are now appearing on the "Other listings" tab. To help drive more traffic to
6 those listings, at the time of launch Zillow began taking a number of steps to aid in discovery
7 of those listings. This includes developing a "pop-up" that called attention to the "Other
8 listings" tab when a new consumer visits our online platforms and is viewing results in "Agent
9 listings." Zillow also added a link to the FAQ in this pop-up which explains in a consumer-
10 friendly way why there was a second tab, and created additional FAQs elsewhere on our online
11 platforms. Additionally, where a search returns no listings on the "Agent listings" tab, our
12 websites include built-in logic to automatically switch the consumer to "Other listings." And
13 we also proactively send emails to consumers based on searches they have run on our online
14 platforms which include properties from the "Other listings" tab which they might be
15 interested in.

16 72. In addition to these immediate-term efforts, Zillow's view is that the display
17 rules for IDX Feeds, including whether to comingle listings or not, should be modernized to
18 reflect the current digital-first reality. From Zillow's perspective, that would provide the
19 greatest benefits for all stakeholders—including consumers and brokers. After implementing
20 the changes to make its listings display comply with IDX rules, Zillow learned of certain
21 industry efforts to modernize the IDX system. Zillow took its own steps to support those
22 efforts, including suggesting adoption of a rule that would explicitly permit comingling of
23 listings, irrespective of the source. Although Zillow has invested in a two-tab listings display
24 to continue to show non-MLS listings, it believes a change to the Model IDX Rules, permitting
25 Zillow and other participant brokers to combine listings data however they see fit, would
26 improve the consumer experience. Zillow is currently advancing that perspective in the
27 industry.

28 73. We were aware that making this change to a tabbed experience in our search

1 listings display might not be well-received by some of our partners who list properties on
2 Zillow's websites and, in particular, those whose listings would be on the "Other listings" tab
3 due to the fact that they were not sourced through an IDX or MLS feed. Nonetheless, given
4 the overwhelming benefits to our overall user base from obtaining better and more complete
5 data, with less delay in receiving listings, I strongly believe this was the best decision for our
6 business.

7 **Effect of the Injunction REX Seeks on Zillow**

8 74. In the event that an injunction is issued in this case compelling Zillow to
9 comingle MLS and non-MLS listings, Zillow would need to re-design its website (both on
10 Zillow.com and Trulia.com, as well as the associated Apps) to eliminate the segregation of
11 MLS and non-MLS listings. As a threshold matter, repeated changes to our website create a
12 real risk of consumer confusion and frustration, which could in turn create a loss of trust. And
13 such changes would likely take months to design and implement. More importantly though, if
14 that change were to be made, Zillow would be in violation of approximately two-thirds of its
15 agreements with MLSs that have adopted no-comingling rules, including the local MLS in
16 Seattle. If Zillow were in violation of the terms of these agreements, each of those MLSs
17 would have cause to initiate an administrative proceeding against Zillow, which could result in
18 temporary, then ultimately permanent suspension of Zillow's access to the IDX Feeds, and
19 potential loss of Zillow's participatory rights in the MLSs. If that were to happen, consumers
20 could no longer view those listings on Zillow's websites or other platforms, effectively
21 causing Zillow to "go dark" in those markets. If Zillow did go dark and lost IDX listing
22 coverage in the markets with no-comingling rules, consumers would no longer be enticed to
23 visit its online platforms. If consumers stop visiting Zillow's online platforms, Zillow's
24 advertisers will stop advertising on those same platforms, which would have an irreparable
25 impact on Zillow's business.

26 75. As I noted above, these consequences would include **both** markets with NAR-
27 affiliated MLSs **as well as** MLSs that are not affiliated with NAR, as there are non-NAR
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1 affiliated MLSs that have voluntarily chosen to adopt rules similar to those prescribed in the
2 Model IDX Rules—including the no-comingling rule. This means that even were a change
3 ordered to be made to the NAR Model IDX Rules, it would have no effect in these other non-
4 NAR affiliated markets where the MLSs are not required to follow NAR Model IDX Rules at
5 all—including the local MLS in Seattle.

6 76. If Zillow were to be forced to breach these agreements resulting in the loss of
7 its feeds of listings data, and potential loss of MLS memberships, the business effects would
8 be enormous. While in theory Zillow could try to renegotiate with those MLSs the now
9 superseded syndication agreements for listing feeds, there are a number of reasons why I don't
10 think that would work. First, given that Zillow would have been found by those same MLSs to
11 have violated its IDX agreements, it is unlikely that they would be receptive to Zillow trying to
12 renegotiate syndication agreements to gain access to the same listings data. This would be
13 especially the case as Zillow is now a licensed broker, and we would traditionally be required
14 to access data through IDX based on our status, but we would have just lost that right and no
15 longer be a member in good standing with the MLS (in the case we lost our membership).
16 Even if we could overcome that, and have MLSs begin to treat us as a third party/non-
17 participant broker again, it would likely take months, if not years, to get back to the level of
18 coverage that Zillow had before the switch. Second, this disruption would likely cause
19 irreparable damage to Zillow's brand and a significant loss to both its current and future
20 customer base. Losing access to its key resource—its listings data feeds—would be
21 significant blow to Zillow's reputation and brand and could risk significant harm to its
22 business at large.

23 **Conclusion**

24 77. As I've described throughout this declaration, there were a number of problems
25 that Zillow was seeking to address by switching to IDX Feeds. From my perspective, we are
26 well on our way to overcoming those issues and achieving our goals. Zillow now has (1)
27 better coverage in terms of the total number of listings in a particular market, including key
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1 markets such as Seattle; (2) more complete data for individual listings; (3) faster access to
2 listings; and (4) reduced fees for access to this data. Zillow is also obtaining listings data in
3 the same way as other brokerages, with equal rights to the data. Moreover, prior to making the
4 switch to IDX Feeds, Zillow had no assurance that it would have ongoing access to MLS data
5 beyond the termination period in each syndication and broker agreement. And our decision to
6 create the licensed brokerage entity, Zillow Homes, meant that after creation, our ability to
7 continue with syndication feeds would be at risk in light of industry perception of us as a
8 participant broker who should be using IDX for data access. [REDACTED]

9 [REDACTED] By entering into IDX
10 agreements with local MLSs, Zillow has secured its access to this critical listings data. For
11 these reasons, I strongly believe that switching to IDX Feeds and making the corresponding
12 changes to Zillow's display of listings data was the best decision for the users of our platform
13 overall.
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1 I declare under the penalty of perjury under the laws of the United States of America
2 that the foregoing is true and correct.
3

4 EXECUTED this 30th day of April 2021, at La Quinta, California

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6 Errol Samuelson
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EXHIBIT 1
FILED UNDER SEAL

EXHIBIT 2
FILED UNDER SEAL